

TREY GRAYSON
SECRETARY OF STATE

0618298.09

bschell
P601Trey Grayson
Secretary of State
Received and Filed
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Fee Receipt: \$10.00STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT OR BOTH

Pursuant to the provisions of Chapters 271B or 273 of the Kentucky Revised Statutes, the undersigned hereby applies to change the registered office or registered agent, or both on behalf of

State ID #: 0618298

AMAZON.COM@TARGET.COM, INC.

(Exact name of corporation)

which is organized in the state of Delaware, and for that purpose submits the following statements:

1. Name of current registered agent

C T Corporation System

2. Registered agent is hereby changed to

Corporation Service Company d/b/a CSC-Lawyers
~~Incorporating Service Company~~

3. Address of current registered office

Kentucky Home Life Building
Louisville, KY 40202

4. Registered office is hereby changed to

421 West Main Street
Frankfort, KY 40601

The street address of the registered office and the business office of the registered agent, as changed, will be identical.

5. Signature of officer or chairman of the board

Signature and Title

Maureen Cullen, Attorney In Fact

Type or Print Name and Title

Dated: January 16, 2008

6. Consent of Registered Agent

Corporation Service Company d/b/a CSC-Lawyers
I, Incorporating Service Company

(Print or type name)

consent to serve as the registered agent on behalf of the corporation.

By:

Signature of Registered Agent

Michelle R. Vannoy, Assistant Vice President

Type or Print Name & Title, if applicable

STATE OF WASHINGTON)
COUNTY OF KING)

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Joni L. Berger, an Assistant Secretary of Amazon.com, Inc. ("the Company"), a corporation established under the laws of Delaware, and of the subsidiary entities shown on the list appended hereto, does hereby appoint Maureen Cullen and Elizabeth A. Dawson attorneys-in-fact for the Company and for the subsidiary entities, to act for the Company and for the subsidiary entities and in the name of the Company and of the subsidiary entities for the limited purposes authorized herein.

The Company and the subsidiary entities, having taken all necessary steps to authorize the changes and the establishment of this Power of Attorney, hereby grants its attorneys-in-fact the power to execute the documents necessary to change the Company's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any jurisdiction.

In the execution of any documents necessary for the purposes set forth herein, Maureen Cullen shall exercise the power of Vice President and Elizabeth A. Dawson shall exercise the power of Secretary, or, in the case of entities having managers or other positions of authority rather than officers such as Vice President or Secretary, the named individuals shall act in such office and with such authority as is required to effect the changes herein contemplated.

This Power of Attorney expires upon the earlier to occur of (a) completion and filing of the documents necessary to effect the changes in registered agent and registered office addresses contemplated herein, or (b) six (6) months after the Effective Date set forth below. The Company may revoke this Power of Attorney at any time by notice to Maureen Cullen and Elizabeth A. Dawson.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 16th day of January, 2008 (the "Effective Date").

AMAZON.COM, INC.

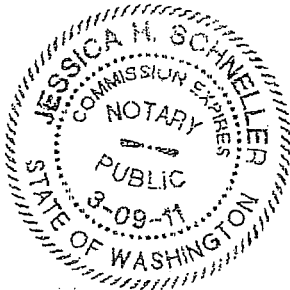
BY:

Joni L. Berger, Assistant Secretary

STATE OF WASHINGTON)
) SS.
COUNTY OF KING)

On this 16th day of January, 2008, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared Joni L. Berger, to me known to be the person who signed as an Assistant Secretary of Amazon.com, Inc., the corporation that executed the within and foregoing instrument, and acknowledged said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that he/she was duly elected, qualified and acting as said officer of the corporation, and that he/she was authorized to execute said instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.



Jessica H. Schneller

Jessica H. Schneller
Notary Public in and for the State of Washington,
residing at Seattle, Washington, USA.
My Commission Expires: March 9, 2011

Subsidiary Entities
A2Z Development Center, Inc.
A2Z Gift Certificates, Inc.
A9 com, Inc.
ABOS LLC
ACI Gift Cards, Inc.
Alexa Internet
Amazon Corporate LLC
Amazon Digital Services, Inc.
Amazon Europe Holding, Inc.
Amazon Export Sales, Inc.
Amazon Fulfillment Services, Inc.
Amazon Global Resources, Inc.
Amazon Int'l, LLC
Amazon Int'l., Inc.
Amazon Mechanical Turk, Inc.
Amazon Media Group LLC
Amazon Overseas Holdings, Inc.
Amazon Procurement, Inc.
Amazon Registrar, Inc.
Amazon Requester, Inc.
Amazon Services Canada, Inc.
Amazon Services Contracts, Inc.
Amazon Services International, Inc.
Amazon Services LLC
Amazon Technologies, Inc.
Amazon, Inc.
Amazon.com Baby, Inc.
Amazon.com D, Inc.
Amazon.com Int'l Sales, Inc.
Amazon.com Kids, Inc.
Amazon.com NV Investment Holdings, Inc.
Amazon.com Syndicated Stores, Inc.
Amazon.com, Inc.
Amazon.com.azdc, Inc.
Amazon.com.ca, Inc.
Amazon.com.dedc, LLC
Amazon.com.gadc, Inc.
Amazon.com.ksdc, Inc.
Amazon.com.kydc, Inc.
Amazon.com.nvdc, Inc.
Amazon.com.vadata, Inc.
Amazon.com@Target.com, Inc.
AMZN wacs, Inc.
AMZN wvcs, Inc.
Aphid, Inc.
Audiobookstand, Inc.
AZBC Holdings, Inc.
Big River Entertainment Productions, Inc.
BOP LLC
Borders teamed with Amazon.com, Inc.
Brilliance Audio Holdings, Inc.

Subsidiary Entities
Brilliance Audio, Inc.
CD Amazon Now, Inc.
Disc2door US Holdings, Inc.
Disc2door, Inc.
DN 1, Inc.
DN 2, Inc.
DN 3, Inc.
DN 4, Inc.
DN 5, Inc.
DN 6, Inc.
EAMAZON, Inc.
Fulfillco ILDC LLC
Fulfillco.tnds, Inc.
IMDb.com, Inc.
Internet Movie Database LLC
KY Scan Services, Inc.
NV Services, Inc.
On-Demand Publishing LLC
PheromoneTrail, Inc.
SB Buying Co. LLC
Small Parts, Inc.
The Robot Co-op, Inc.
Virginmega.com powered by Amazon.com, Inc.
Waldenbooks Teamed with Amazon com, Inc
Warehouse Deals, Inc.
zShops, Inc.